

RECORDATION NO. 21701-~~A~~B  
FILED  
JAN 8 '99 11-10AM

DJJ Transportation Services, Inc.  
*a subsidiary of*  
The David J. Joseph Company

December 22, 1998

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed are originals and copies of the Memorandum of Assignment and Assumption Agreement, and the Memorandum of Options, Rights of First Refusal and Remarketing Rights dated December 17, 1998 between the following parties:

Assignee: Star Bank, N.A.  
425 Walnut Street  
Mail Location 8135  
Cincinnati, OH 45201-1038

B → Assignor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see the Schedule I's as set forth in these documents for the Equipment involved in these transactions. Please file these agreements as secondary documents. The lease in which these documents are connected is recorded under Recordation Number 21701. The amount of \$26.00 is included in the enclosed check.

Sincerely,

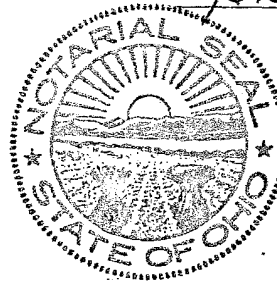
THE DAVID J. JOSEPH COMPANY

  
Shelley B. Bacon  
Contract Assistant

Enclosures

CERTIFICATE

The undersigned, Shelley B. Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Shelley B. Bacon  
Notary Public

SHELLEY B. BACON  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002



RECORDATION NO. 21701-A, B.

FILED

JAN 8 '99

11-10AM

DJJ Transportation Services, Inc.  
*a subsidiary of*  
The David J. Joseph Company

January 5, 1999

Ms. Janice Fort  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Dear Ms. Fort:

Enclosed is a check in the amount of \$26.00 for the filing of the attached request. I apologize for the confusion.

If you have any questions, please feel free to call me at (513) 621-8770 ext. 137.

Sincerely,

THE DAVID J. JOSEPH CO.

Shelley Bacon  
Contract Assistant

Enclosure

**MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND  
REMARKETING RIGHTS**

11-10AM

This Memorandum of Options, Rights of First Refusal and Remarketing Rights (the "Memorandum of Rights") is entered into as of the 17<sup>th</sup> day of December, 1998, by and between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware Corporation, ("Seller") and **STAR BANK, N.A.**, a national banking association ("Buyer").

**W I T N E S S E T H:**

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of December 17, 1998 (the "Agreement"), pursuant to which the Buyer purchased Seller's entire right, title and interest in and to the railroad cars identified on Schedule I attached hereto (collectively, the "Cars");

WHEREAS, the Cars are subject to the Lease identified on Schedule I (the "Lease");

WHEREAS, in connection with the transactions contemplated by the Agreement, Buyer granted Seller certain options, rights of first refusal and remarketing rights, which the parties intend will operate as a lien on the Cars;

NOW, THEREFORE, in consideration of the premises and mutual covenants and conditions contained herein and in the Agreement, the parties do hereby confirm that the options, rights of first refusal and remarketing rights granted Seller by Buyer pursuant to the Agreement shall operate as a lien on said Cars and said Cars shall not be sold, leased or otherwise transferred by Buyer except in accordance with and subject to the terms and provisions of said options, rights of first refusal and remarketing rights.

Upon expiration or termination of said options, rights of first refusal and remarketing rights referred to herein, Seller and Buyer shall file an instrument with the Surface Transportation Board of the U.S. Department of Transportation terminating said options, rights of first refusal and remarketing rights of record.

This Memorandum of Rights, being further documentation of the sales, conveyances and transactions contemplated by the Agreement, neither expands upon nor limits the rights and obligations of the parties under the Agreement.

**SCHEDULE I  
TO  
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**


**CARS:** Twenty-five (25) railcars bearing reporting marks and numbers as follows:

SH 6150 - 6174, inclusive

**LEASE:** Lease between DJJ TRANSPORTATION SERVICES, INC., as Lessor, and STEELTON & HIGHSPIRE RAILROAD COMPANY, as Lessee, dated August 27, 1998.

**IN WITNESS WHEREOF**, the parties hereto have caused this Memorandum of Rights to be executed and delivered by their duly authorized representatives on the date set forth above and shall be effective as of December 17, 1998.


**DJJ TRANSPORTATION SERVICES, INC.**

By: 

Name: Douglas F. McMillan

Title: President

**STAR BANK, N.A.**

By: 

Name: LynnAnne Rose

Title: Vice President

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON)

On this 17<sup>th</sup> day of December, 1998, before me the subscriber, Julie M. Woodard, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Douglas F. McMillan, to me personally known, who stated and acknowledged that he is the President of DJJ Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 17<sup>th</sup> day of December, 1998.

Julie M Woodard  
(Notary Signature)

My commission expires:

Sept. 24, 2002



JULIE M. WOODARD  
Notary Public, State of Ohio  
My Commission Expires Sept. 24, 2002

**SCHEDULE I**  
**TO**  
**MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND**  
**REMARKETING RIGHTS**

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STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON    )

On this 17<sup>th</sup> day of December, 1998, before me the subscriber,  
\_\_\_\_\_, a Notary Public, duly commissioned, qualified  
and acting, within and for said County and State, appeared in person the within  
named LynnAnne Rose, to me personally known, who stated and acknowledged  
that she is the Vice President of Star Bank, N.A., a national banking association,  
and duly authorized by authority of the Board of Directors or By-laws of said  
corporation in her capacity as such officer to execute and acknowledge this  
document for and in the name and on behalf of said corporation and further  
stated and acknowledged that she has so signed, executed and delivered this  
document as the free and voluntary act and deed of said corporation, for the  
consideration, uses and purposes therein mentioned and set forth and desired  
that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal  
this 17<sup>th</sup> day of December, 1998.

  
(Notary Signature)

My commission expires:

**MICHAEL P. DICKMAN**  
Notary Public, State of Ohio  
\_\_\_\_\_  
My Commission Expires July 23, 2003